

**BYLAWS OF THE MIRA COSTA CROSS COUNTRY BOOSTERS
(AN UNINCORPORATED ASSOCIATION)**

ARTICLE I – OFFICE

- 1.1 Principal Office:** The principal office of the Association for the transaction of its business is located in Manhattan Beach, California.

ARTICLE II – PURPOSES AND POWERS

- 2.1** The purpose of the Association shall be to encourage parents and members of the community to participate in club activities and to raise funds to pay for uniforms and equipment, competition expenses, and other expenses that are deemed necessary to promote the success of the Mira Costa High School Cross Country Team. No part of the profits or income of this Association shall inure to the benefit of any director, officer, or member.
- 2.2** The Association is organized and operated exclusively within the meaning of Section 501(c)(3) of the Internal Revenue code.
- 2.3** The Association shall have the power to enter into and perform contracts in its own name, however, that no member of this Association shall be individually or personally liable for the debts or liabilities contracted or incurred by the Association in the acquisition of leases or the purchases of equipment or other article to be used for the purposes of the Association, unless such member in a writing signed by him/her assumes such debt or liability, and, provided further, there is no presumption or inference that any member of this Association has consented or agreed to the incurring of any obligation by the Association from the mere fact of joining or being a member thereof, or signing its Bylaws.
- 2.4** The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and the purposes and powers in each paragraph shall, except where otherwise expressed, not be limited or restricted by reference to or inference from the terms or provisions of another paragraph, but shall be regarded as independent purposes and powers.
- 2.5** Notwithstanding any of the foregoing provision, this Association shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary nonprofit purposes of this Association as set forth in Paragraph **2.1**.
- 2.6** Upon the dissolution of this Association, after paying or otherwise satisfying all the debts and obligations of the Association, any remaining assets shall be distributed to the Mira Costa Cross Country Program.

ARTICLE III – MEMBERSHIP

- 3.1 Types of Membership and Rights:** The Association shall have one class of membership only, and the membership, voting, and other rights and privileges of each member shall be equal.

3.2 Qualifications:

- (1) Each parent or family having one or more students enrolled in the Mira Costa Cross Country Team may become a member of the Mira Costa Cross Country Boosters provided they meet one of the following requirements:
 - (a) pay annual dues as established at the beginning of the fiscal year by the Board of Directors; or
 - (b) participate in two (2) volunteer activities sponsored by the Club during the fiscal year.
- (2) Non-parent individuals, businesses, or families may become members provided they meet the above requirements.

ARTICLE IV – MEETINGS OF THE MEMBERS

- 4.1 Place of Meetings:** The Board of Directors shall designate the place of meetings.
- 4.2 Dates and Frequency of General Membership Meetings:** The Board of Directors shall determine the dates and frequency of general membership meetings. There shall be at least one general membership meeting in the months of either May or June when the election of Officers and Directors shall be held.
- 4.3 Special Meetings:** Special Meetings of the membership may be called for any purpose or purposes, at any time, by the President or Board of Directors, or by application of any FIVE regular members. Five days' notice of such Meeting shall be sent to all members and shall state the date, place, hour, and nature of the meeting.
- 4.4 Voting:** At all membership meetings every adult member in good standing shall have one vote. Members shall not be permitted to vote or act by proxy, and cumulative voting shall not be authorized.
- 4.5 Quorum:** A quorum shall consist of three (3) members in good standing.
- 4.6 Conduct of Meetings:** Meetings of Members shall be presided over by the President of the Associations or, in his/her absence, by the Vice-President, or in the absence of both, by a chairman chosen by a majority of the members present. The Secretary of the Association shall act as Secretary of all meetings of members, provided that in her/his absence the presiding officer shall appoint another person to act as Secretary of the meeting.

Meetings shall be governed by Robert's Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws or with law.

ARTICLES V – DIRECTORS

- 5.1 Powers:** Subject to limitations of the Bylaws and of the laws of the State of California, all powers necessary or proper to carry on the activities of Mira Costa Cross Country Boosters shall be exercised by, or under the authority of, the Board of Directors.

5.2 Number of Directors: The authorized number of Directors shall be FIVE:

- a) President, or two Co-Presidents
- b) Vice President (not necessary if there are two Co Presidents)
- c) Secretary
- d) Treasurer
- e) At large member

5.3 Elections:

- a) The current Board of Directors shall make recommendations to the membership at the May or June meeting for Directors for the subsequent year.
- b) Nominations may be taken from the floor at said May or June meeting.
- c) Candidates may have an opportunity to make comments at said May or June meeting prior to the elections.
- d) Election shall be conducted at said May or June meeting in a form to be determined by the Board.

5.4 Terms of Office: The terms of all Officers and Directors shall be for ONE (1) year and shall commence the first day of July following the election thereof.

5.5 Voting: Each member of the Board of Directors shall be entitled to ONE (1) vote. However, the presiding officer shall vote only in the case of a tie.

5.6 Vacancies: Vacancies on the Board of Directors shall exist 1) on the death, resignation, or removal of any Director; 2) on the failure of the members in any election to elect the full number of Directors authorized.

Vacancies on the Board shall be filled by appointment of a majority vote of the board at any regular or special meeting of the Board of Directors. Each appointed director shall hold office for a term ending the last day of June or until her/his successor is duly elected at a regular or special membership meeting.

ARTICLE VI – BOARD OF DIRECTORS MEETINGS

6.1 Dates of Meetings: Regular meetings of the Board of Directors shall be at least quarterly on the date and time specified by the President and one other officer.

6.2 Location of Meetings: The location of all meetings shall be designated by the President or by Resolution of the Board.

6.3 Notice: All members of the Board of Directors shall be given notice of all regular and special meetings not less than twenty-four (24) hours prior to said meeting.

ARTICLE VII – COMPENSATION

Officers and Directors shall receive no compensation for their services.

ARTICLE VIII – REMOVAL

The entire Board of Directors, or any individual Director, may be removed from office at any time by the vote of a majority of the members of the Association. If any or all directors are so removed, new Directors may be elected at the same meeting and they shall hold office for the remainder of the terms of the removed Directors. If new Directors or Offices are not elected at such meeting, the vacancy or vacancies created by the removal shall be filled as provided in Section 5.6 hereof.

ARTICLE IX – OFFICERS

9.1 Qualifications: Any active member or Director of this Association is qualified to be an Officer hereof.

9.2 Positions: The Officers of the Association shall be President, Vice-President, Secretary, and Treasurer.

9.3 Duties:

(A) President: The President shall be the chief executive officer of the Association and shall in general, subject to the control of the Board of Directors, supervise and control the affairs of the Association. He/she shall preside at all meetings of the members and the Board of Directors and shall have such other duties as may be prescribed by the Board of Directors.

(B) Vice President: The Vice President shall act as coordinator of Association events. He/she shall preside at meetings in the President's absence.

(C) Secretary: The Secretary shall:

- (1) Provide a written record of both the general meetings and the Board of Directors' meetings;
- (2) Certify and maintain with the permanent records of the Association the original or a copy of its Bylaws as amended or otherwise altered to date;
- (3) Ensure that all notices are provided in accordance with the provisions of these Bylaws or as may be required by law;
- (4) Be custodian of the records of the Association;
- (5) Maintain a membership book containing the name, address, and telephone number of each member;
- (6) Produce at all reasonable times to any Director, Officer, or member the Bylaws, Membership Book, and the Minutes of the proceedings of Directors' and members' meetings; and
- (7) In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, or by these Bylaws, or which may be assigned to him/her from time to time by the Board of Directors or by the members.

D) Treasurer: The Treasurer shall:

- (1) Have charge and custody of, and be responsible for, all funds and securities of the Association, and deposit all such funds and securities of the Association in such banks, trust companies, or other depositories as shall be selected by the Board of Directors;
- (2) Receive, and give receipt for, monies due and payable to the Association from any source whatsoever;
- (3) Be responsible for the collection and, with the approval of the Board of Directors, the disbursements of all club funds and shall keep a written record of all transactions;
- (4) Exhibit at all reasonable times the books of account and financial records to any Director or elected officer of the Association, on request therefore;
- (5) Prepare, or cause to be prepared, and certify the financial statements to be included in the annual report to members;
- (6) Prepare monthly financial reports to be submitted to the Board and to the membership at the membership meetings;
- (7) Prepare an annual budget to be presented to the general membership at the May or June membership meeting;
- (8) In general, perform all duties as may be required by law or by these Bylaws; or which may be assigned from time to time by the Board of Directors.

ARTICLE X – INSPECTION OF RECORDS

Records, books of accounts, minutes of proceedings shall be open to inspection at all reasonable times to any member in good standing upon written request by such member to the President or the Secretary.

ARTICLE XI – FINANCIAL MANAGEMENT

The Board of Directors shall have control and management of the property and finances of the Association.

11.1 Bank Accounts: The funds of the Association shall be maintained on deposit at a financial institution as designated by the Board of Directors. All five Directors/Officers shall be signatories on said account. Said account shall require two signatures for the withdrawal of funds.

11.2 Disbursement of funds: All bills and appropriations shall be approved by any two members of the Board of Directors. No bill shall be paid in the absence of said approval. All checks, drafts, or other orders for payment of money, notes, or other evidences of indebtedness issued in the name of the Association, shall be signed or endorsed by at least TWO persons of the FIVE authorized to sign or endorse said instrument.

11.3 Receipt of funds: All funds collected on behalf of the Association shall be deposited as soon as practically feasible in the financial institution designated by the Board.

ARTICLE XII – EXECUTION OF CONTRACTS

Any contractual agreements entered into on behalf of the Association shall require approval of THREE (3) of the Board of Directors, one of such Directors being the President.

ARTICLE XIII – REPORTS

13.1 Annual Report: The Board of Directors shall prepare an annual report of the Association to be presented at the May or June membership meeting.

13.2 Financial Reports: The Board of Directors shall present the Treasurer's financial report at all membership meetings.

ARTICLE XIV – RULES OF ORDER

Roberts Rules of Order shall govern the proceedings of all meetings.

ARTICLE XV – FISCAL YEAR

The fiscal year of the Association shall commence on the first day of July of each year.

ARTICLE XVI – ADOPTION, AMENDMENT, AND REPEAL

These Bylaws shall become effective on their being signed by the original Directors as elected in the membership meeting and evidence in the minutes thereto, or on their adoption by the vote or written consent of a majority of the members in good standing of this Association, and they may be amended or repealed, in whole or in part, and new Bylaws adopted by the vote or written consent of a majority of the members in good standing at any meeting entitled to vote thereon, provided that thirty (30) days' notice of such amendments be sent to all members at their last known address.

ADOPTION

We, the undersigned, are all of the persons named as first Directors, as recorded in the minutes of the initial membership meeting of the Association, hereby consent to, and do, adopt the forgoing Bylaws, consisting of six (6) pages, as the Bylaws of said Association.

Dated: October 26, 1998